

RECORDATION NO. 29478 FILED

SEP 22 '10 -2 33 PM

SURFACE TRANSPORTATION BOARD

SEP 22 2010

RECEIVED

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

September 20, 2010

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated August 12, 2010 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: New NGC, Inc.
2001 Rexford Road
Charlotte, NC 28211-3498

A description of the railroad equipment covered by the enclosed document is for thirty (30) centerbeam flat cars, having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosure

(NGYP007)

SEP 22 '10 -2 33 PM

ASSGN. NO.: NGYP007

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 12th day of August, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and New NGC, Inc. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 1, 1999, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETINGBy: Susan GrokulskaName: SUSAN GROKULSKY
ASSISTANT DIRECTORTitle: OF DOCUMENTATIONExecuted on this 12th day of August, 2010.

[CORPORATE SEAL]

STATE OF

ILLINOIS

COUNTY OF

COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 12th day of August, 2010.

Notary Public

My Commission Expires:

6-2012
(Notary Public)

LESSEE:

NEW NGC, INC.

ATTEST:

By:

Name:

Title:

By:

Name:

Title:

Executed on this

11th day of August, 2010

[CORPORATE SEAL]

STATE OF

NORTH CAROLINA

COUNTY OF

Mecklenburg

I, PATRICIA ELIZABETH DEIDUN, a Notary Public of the County and State aforesaid, certify that PATRICK HUNTER personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of AUGUST, 2010



Notary Public

Commission Expires:

May 6, 2011

(Notary Public)

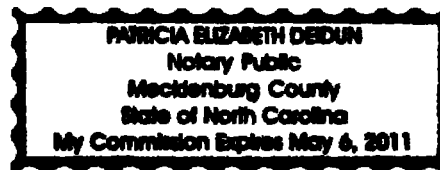


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty (30)

DESCRIPTION OF CARS: Trenton Works built, 73' 286 GRL centerbeam flat cars.

CAR NUMBERS:

| | |
|-------------|-------------|
| FURX 738100 | FURX 738153 |
| FURX 738101 | FURX 738154 |
| FURX 738103 | FURX 738155 |
| FURX 738112 | FURX 738157 |
| FURX 738116 | FURX 738160 |
| FURX 738127 | FURX 738164 |
| FURX 738128 | FURX 738168 |
| FURX 738129 | FURX 738171 |
| FURX 738131 | FURX 738173 |
| FURX 738136 | FURX 738175 |
| FURX 738145 | FURX 738176 |
| FURX 738146 | FURX 738178 |
| FURX 738148 | FURX 738179 |
| FURX 738150 | FURX 738180 |
| FURX 738151 | Count: 30 |
| FURX 738152 | |